

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

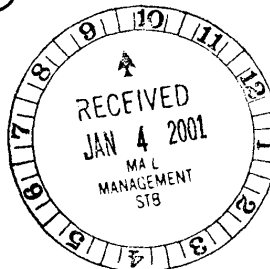
FAX 415/398-4816

RECORDATION #2 **23316-B** FILED

January 2, 2001

JAN 08 '01

5-04 PM



SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of a **Memorandum of Schedule to Master Lease Agreement** ("Memorandum"), evidencing **Schedule No. 2** dated as of July 1, 1998 to it's Master Lease Agreement dated as of January 1, 1998 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Soo Line Railroad Company 1290 Central Parkway West, 6th Floor Mississauga, ONTARIO L5C 4R3

A short summary of the document to appear in the index follows:

Memorandum of Schedule to Master Lease Agreement evidencing **Schedule No. 2** dated as of July 1, 1998 to it's Master Lease Agreement dated as of January 1, 1998 between Helm Financial Corporation as Lessor and Soo Line Railroad Company as Lessee covering one hundred thirty-three (133) autoracks from within the series TTGX 910190-965768 (ni).

Please file this Memorandum as a **secondary** document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 23316-B FILED

**MEMORANDUM OF
SCHEDULE TO MASTER LEASE AGREEMENT**

JAN 08 '01

5-04 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT ("Memorandum") is made as of July 1, 1998 and is intended to evidence Schedule No. 2 dated as of July 1, 1998 ("Schedule") to that certain Master Lease Agreement dated as of January 1, 1998 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and SOO LINE RAILROAD COMPANY, a Minnesota corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Annex A attached hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and the Schedule.

The Master Lease, the Schedule and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

SOO LINE RAILROAD COMPANY

By: John F. Dains

By: Luigi Proano

Print Name: John F. Dains

Print Name: Luigi Proano

Its: President

Its: Vice President

ANNEX A

TO THE MEMORANDUM OF SCHEDULE TO MASTER LEASE

Equipment Description:

One hundred thirty-three (133), bi-level autoracks built in 1977, rebuilt in 1993 , recertified in 1993 and 1998, and mounted on flatcars bearing the reporting marks and numbers from within the series TTGX 910052-965881.

Flatcar Reporting Mark and Number		Serial Number	Rack Number
1	TTGX 912799	58099-100	M 7001
2	TTGX 910900	58101-02	M 7006
3	TTGX 911330	58103-04	M 7003
4	TTGX 912122	58107-08	M 7005
5	TTGX 912148	58109-10	M 7004
6	TTGX 910899	58111-12	M 7007
7	TTGX 911036	58113-14	M 7031
8	TTGX 911089	58115-16	M 7016
9	TTGX 930306	58117-18	M 7014
10	TTGX 910852	58119-20	M 7008
11	TTGX 910815	58121-22	M 7026
12	TTGX 913159	58123-24	M 7030
13	TTGX 910790	58125-26	M 7059
14	TTGX 911999	58127-28	M 7024
15	TTGX 910911	58129-30	M 7023
16	TTGX 911350	58131-32	M 7017
17	TTGX 913039	58133-34	M 7029
18	TTGX 911202	58135-36	M 7037
19	TTGX 910347	58137-38	M 7044
20	TTGX 912012	58139-40	M 7038
21	TTGX 913552	58141-42	M 7039
22	TTGX 910166	58143-44	M 7032
23	TTGX 910882	58145-46	M 7028
24	TTGX 910266	58149-50	M 7027
25	TTGX 913040	58151-52	M 7061
26	TTGX 910324	58153-54	M 7053
27	TTGX 911199	58155-56	M 7049
28	TTGX 912711	58157-58	M 7048
29	TTGX 965747	58159-60	M 7064
30	TTGX 965755	58161-62	M 7052
31	TTGX 965754	58163-64	M 7051
32	TTGX 965753	58165-66	M 7045
33	TTGX 965752	58167-68	M 7122
34	TTGX 965694	58171-72	M 7062
35	TTGX 965689	58173-74	M 7056
36	TTGX 965709	58175-76	M 7055
37	TTGX 965678	58177-78	M 7054
38	TTGX 965712	58181-82	M 7085
39	TTGX 965710	58183-84	M 7112
40	TTGX 965761	58185-86	M 7078
41	TTGX 965680	58187-88	M 7072
42	TTGX 965768	58189-90	M 7071
43	TTGX 965765	58191-92	M 7070
44	TTGX 965764	58193-94	M 7115
45	TTGX 965762	58197-98	M
46	TTGX 965702	58201-02	M 7118
47	TTGX 965698	58203-04	M 7100

ANNEX A - Continued

Flatcar Reporting Mark and Number			Serial Number	Rack Number
48	TTGX	965688	58207-08	M 7099
49	TTGX	965671	58209-10	M 7106
50	TTGX	965699	58211-12	M 7093
51	TTGX	965676	58213-14	M 7109
52	TTGX	965669	58215-16	M 7108
53	TTGX	965682	58217-18	M 7080
54	TTGX	965670	58219-20	M 7079
55	TTGX	965703	58221-22	M 7087
56	TTGX	965701	58223-24	M 7116
57	TTGX	965876	58225-26	M 7119
58	TTGX	965700	58227-28	M 7124
59	TTGX	965874	58229-30	M 7149
60	TTGX	965869	58231-32	M 7092
61	TTGX	965870	58233-34	M
62	TTGX	965871	58235-36	M 7121
63	TTGX	965872	58237-38	M 7120
64	TTGX	965873	58239-40	M
65	TTGX	965877	58241-42	M 7117
66	TTGX	965881	58243-44	M 7097
67	TTGX	965856	58245-46	M 7094
68	TTGX	965857	58247-48	M 7123
69	TTGX	965858	58249-50	M
70	TTGX	965867	58251-52	M 7086
71	TTGX	965868	58253-54	M 7081
72	TTGX	965875	58255-56	M 7091
73	TTGX	965866	58257-58	M 7128
74	TTGX	965766	58261-62	M 7126
75	TTGX	965672	58265-66	M 7130
76	TTGX	965763	58267-68	M 7129
77	TTGX	965769	58269-70	M 7146
78	TTGX	965687	58271-72	M 7141
79	TTGX	910508	58273-74	M 7140
80	TTGX	910479	58277-78	M 7132
81	TTGX	911993	58279-80	M 7142
82	TTGX	912677	58281-82	M 7131
83	TTGX	912573	58283-84	M
84	TTGX	910520	58285-86	M 7144
85	TTGX	910393	58287-88	M 7147
86	TTGX	911935	58289-90	M 7135
87	TTGX	911110	58291-92	M 7138
88	TTGX	911900	58293-94	M 7137
89	TTGX	965749	58295-96	M 7139
90	TTGX	965746	58297-98	M 7136
91	TTGX	910658	58299-30	M 7125
92	TTGX	930564	58301-02	M 7010
93	TTGX	910517	58305-06	M 7013
94	TTGX	912033	58307-08	M 7018
95	TTGX	911341	58309-10	M 7025
96	TTGX	910554	58311-12	M 7021
97	TTGX	910258	58313-14	M 7015
98	TTGX	910190	58317-18	M 7019
99	TTGX	913189	58319-20	M 7022
100	TTGX	911250	58321-22	M 7034
101	TTGX	910472	58323-24	M 7036
102	TTGX	912001	58325-26	M 7035

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ANNEX A - Continued

Flatcar Reporting			Serial Number	Rack Number
Mark and Number				
103	TTGX	910881	58327-28	M 7040
104	TTGX	910402	58329-30	M 7041
105	TTGX	910529	58331-32	M 7043
106	TTGX	911009	58333-34	M 7042
107	TTGX	910363	58335-36	M 7047
108	TTGX	910392	58337-38	M 7046
109	TTGX	911990	58339-40	M 7050
110	TTGX	911899	58343-44	M 7057
111	TTGX	910475	58345-46	M 7058
112	TTGX	910318	58347-48	M 7104
113	TTGX	910495	58349-50	M 7011
114	TTGX	910487	58351-52	M 7020
115	TTGX	910262	58353-54	M 7069
116	TTGX	912010	58357-58	M 7074
117	TTGX	911150	58359-60	M 7077
118	TTGX	910398	58361-62	M 7068
119	TTGX	910310	58363-64	M 7066
120	TTGX	910652	58365-66	M 7075
121	TTGX	910470	58367-68	M 7076
122	TTGX	910270	58369-70	M 7073
123	TTGX	910491	58371-72	M 7082
124	TTGX	913615	58373-74	M 7083
125	TTGX	910841	58375-76	M 7084
126	TTGX	911011	58377-78	M 7089
127	TTGX	963745	58379-80	M 7088
128	TTGX	911754	58381-82	M 7090
129	TTGX	910910	58383-84	M 7095
130	TTGX	940076	58389-90	M 7101
131	TTGX	910501	58391-92	M 7105
132	TTGX	910278	58395-96	M 7111
133	TTGX	911147	58397-98	M 7113

July

STATE OF CALIFORNIA)

COUNTY OF SAN FRANCISCO)

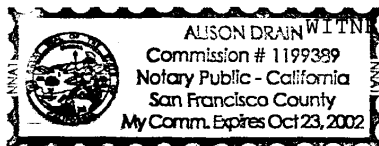
S.S.

On October 26, 2000, before me, Alison Drain, personally appeared John F. Dains, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

PROVINCE OF Alberta)

CITY)

DISTRICT OF CALGARY)

S.S.

On October 16, 2000, before me, Don Barnhardt, personally appeared Luigi Armano, Vice President of SOO LINE RAILROAD COMPANY,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence—

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

D. J. Blain

SIGNATURE OF COMMISSIONER OF OATHS

[Seal]

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DON BARNHARDT
Barrister and Solicitor
Suite 2000, 401 - 9th Avenue S W
Calgary, AB T2P 4Z4
Telephone: 319-6183